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and Microsoft Licensing, GP

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

DELPHI CORPORATION, et al.

Debtors.

Chapter 11

Case No. 05-44481 (RDD)
Jointly Administered

**Relates to Docket Nos. 18076, 18077 and
18169**

**CURE CLAIM OF MICROSOFT RE PARNASSUS AND
GM ASSUMPTION AND ASSIGNMENT NOTICES**

COME NOW Microsoft Corporation, a Washington corporation, and its wholly-owned subsidiary Microsoft Licensing, GP (collectively "Microsoft"), and hereby make their Cure Claim as follows:

1. Schedule 2 to each of the "July 10, 2009 Notice of Filing Parnassus Assumption and Assignment Notices" (Docket No. 18076), the "July 10, 2009 Notice of Filing GM Assumption and Assignment Notices" (Docket No. 18077), and the "July 13, 2009 Notice of Filing Certain Corrected Parnassus Assumption and Assignment Notices" (Docket No. 18169) lists the following same contracts to be assumed and alleges cure of \$0.00:

Non-Debtor Counterparty	Applicable Manufacturing Facility	Contract(s)	Cure Amount (if any)
Microsoft Corporation	E&S	All contracts between MICROSOFT CORPORATION and Delphi related to intellectual property	\$0.00

2. Schedule 1 to the "July 10, 2009 Notice of Filing Parnassus Assumption and Assignment Notices" (Docket No. 18076) lists the following contracts to be assumed and alleges cure of \$0.00:

Non-Debtor Counterparty	Contract(s)	Cure Amount
Microsoft	No. PO00006	\$0.00*

*The cure amounts, if any, relating to contracts noted with an "asterisk" are currently disputed pursuant to the procedures set forth in the Confirmed Plan and the December 10 Solicitation Procedures Order.

3. Microsoft asserts that a post-petition default of \$123,884 exists that must be cured pursuant to Bankruptcy Code § 365. Delphi Automotive Systems, LLC, and Microsoft Licensing, GP, are parties to Enterprise Subscription Agreement No. 1ES60204 and Enterprise Subscription Enrollment No. 7796574, for which Invoice No. 965815699, dated May 29, 2009, is unpaid. While a portion of this invoice was paid by Debtor on or about July 2, 2009, there is a balance due and remaining of \$123,884. Attached as Exhibit A in support of this Cure Claim is Microsoft's Administrative Expense Claim Form, No. 18928, filed with the Claims Agent on July 15, 2009.

4. Microsoft previously asserted (and reasserts) that a pre-petition default exists that must be cured pursuant to Bankruptcy Code §365 as set forth in its Cure Claim (Docket No. 13236) relating to Enterprise Agreement No. 01E62067 and Enrollment No. 2813189. Debtors objected by their Omnibus Cure Objection (Docket

No. 13459), and Microsoft filed a Response (Docket No. 13644). This Cure Claim is not yet resolved.

WHEREFORE, Microsoft states that cure is due, and that it reserves the right to amend this Cure Objection.

DATED this 17th day of July, 2009.

RIDDELL WILLIAMS P.S.

By: 

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DECLARATION OF SERVICE

Cheryl Seelhoff declares:

1. I am an employee of Riddell Williams P.S. which represents Microsoft Corporation and Microsoft Licensing, GP. I am a United States citizen, over the age of 18, competent to make this Declaration, and have personal knowledge of the facts herein.

2. On Friday, July 17, 2009, I electronically filed via the U.S. Bankruptcy Court's CM/ECF System the foregoing pleading:

- Cure Claim of Microsoft re Parnassus and GM Assumption and Assignment Notices.

It is my understanding that at the time of filing this document on the ECF System, the Court will automatically send electronic notification to each of the individuals and/or entities (that are ECF participants) who appeared and/or requested special notice in this case.

3. On Friday, July 17, 2009, I also caused to be served via Federal Express overnight delivery a copy of this same pleading on:

To the Debtors:

Delphi Corporation
5725 Delphi Drive
Troy, MI 48098
Attn: David M. Sherbin
General Counsel

To the U.S. Trustee:

Office of the U.S. Trustee for the Southern
District of New York
33 Whitehall Street, Ste 2100
New York, NY 10004
Attn: Brian Masumoto

with a copy to:

Skadden, Arps, Slate, Meagher &
Flom LLP
333 West Wacker Drive, Suite 2100
Chicago, IL 60606
Attn: John Wm. Butler, Jr.
Ron E. Meisler

**To the Counsel for the Agent Under the
Postpetition Credit Facility:**

Davis Polk & Wardwell
450 Lexington Ave.
New York, New York 10017
Attn: Donald Bernstein
Brian Resnick

and a copy to:

Skadden, Arps, Slate, Meagher &
Flom LLP
Four Times Square
New York, NY 10036
Attn: Kayalyn A. Marafioti
Gregory W. Fox

**To the Counsel for the Tranche C.
Collective:**

Willkie Farr & Gallagher LLP
787 Seventh Ave.
New York, NY 10019
Attn: Richard Mancino
Marc Abrams

**To the Counsel for the U.S. Department
of the Treasury:**

Cadwalader, Wickersham & Taft LLP
One World Financial Center
New York, NY 10281
Attn: John J. Rapisardi
Oren B. Hacker

**To the Counsel for the United States
Department of Justice**

86 Chambers Street, 3rd Floor
New York, NY 10007
Attn: Matthew L. Schwartz
Joseph N. Cordaro

**To the Counsel for Parnassus Holdings
II, LLC:**

Schulte Roth & Zabel LLP
919 Third Ave.
New York, NY 10022
Attn: Adam C. Harris
David J. Karp

**To the Unsecured Creditors'
Committee:**

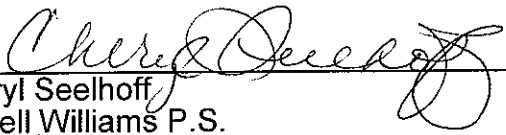
Latham & Watkins LLP
885 Third Avenue, Suite 1000
New York, NY 10022-4834
Attn: Robert J. Rosenberg
Mitchell A. Seider
Mark A. Broude

To GM:

Weil, Gotschal & Manges LLP
767 Fifth Avenue
New York, NY 10153
Attn: Jeffrey L. Tanenbaum
Robert J. Lemons

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

EXECUTED this 17th day of July, 2009.


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